

RECORDATION NO. 18822-B FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.

DEC - 8 '00 1:40 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

December 8, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of an Assignment and Assumption without Recourse, dated as of September 19, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Commission under Recordation Number 18822.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing
& Capital, LLC
(successor to NationsBanc
Leasing)
555 California Street
San Francisco, CA 94104

Old Lessee/
Assignor: Xcel Energy Inc.
800 Nicollet Mall
Minneapolis, MN 55402

New Lessee
Assignee: Northern States Power Company
414 Nicollet Mall
Minneapolis, MN 55401

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Mr. Vernon A. Williams
December 8, 2000
Page Two

A description of the railroad equipment covered by the enclosed document is:

No new or additional equipment is involved with this filing

A short summary of the document to appear in the index follows:

Assignment and Assumption between Xcel Energy Inc., old Lessee/Assignor, and Northern States Power Company, new Lessee/Assignee, with the consent of Banc of America Leasing & Capital LLC, Lessor.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD
ASSIGNMENT AND ASSUMPTION WITHOUT RECOURSE
(WITH RELEASE)

This FULL ASSIGNMENT AND ASSUMPTION WITHOUT RECOURSE AND CONSENT (the "Agreement") is entered into on September 19, 2000 between XCEL ENERGY INC. a Minnesota corporation, with its principal office at 800 Nicollet Mall, Suite 2900, Minneapolis, Minnesota 55402 ("Lessee") and new NORTHERN STATES POWER COMPANY a Minnesota corporation, with its principal office at 414 Nicollet Mall, Minneapolis, Minnesota 55401 ("New Lessee"), and consented to by BANC OF AMERICA LEASING & CAPITAL, LLC (successor by merger to NationsBanc Leasing Corporation of North Carolina) a Delaware limited liability company with its principal office at 555 California Street, 4th Floor, Mail Code CA5-705-04-01, San Francisco, California 94104 ("Lessor") with reference to the following:

- A. WHEREAS, Lessor and Lessee have entered into a Master Equipment Lease Agreement dated as of May 31, 1994 as recorded with the Interstate Commerce Commission on May 31, 1994, recordation No. 18822 filed 1425, pertaining to the equipment described on Annex A attached hereto (the "Lease");
- B. WHEREAS, New Century Energies, Inc., a Delaware corporation merged with and into Northern States Power Company (Lessee), a Minnesota corporation. Lessee was then renamed Xcel Energy Inc. and
- C. WHEREAS, in conjunction with the merger, Xcel transferred the existing utility operations of the former Northern States Power Company to a newly formed wholly-owned subsidiary named Northern Power Corporation (New Lessee); and
- D. WHEREAS, simultaneous with the transfer of utility operations, Northern Power Corporation changed its name to Northern States Power Company; and
- E. WHEREAS, Lessee desires to assign the Lease, and New Lessee desires to assume the Lease.

NOW THEREFORE, FOR VALUE RECEIVED, Lessee hereby assigns all its rights, title and interest in and to the Lease and the property leased thereunder without recourse to New Lessee. New Lessee has reviewed the Lease and related documents, and is fully aware of their contents and hereby acknowledges full and adequate disclosure thereof. New Lessee agrees that Lessee is released from any and all obligations and liabilities under the Lease and that Lessee shall not remain liable as either principal or guarantor.

New Lessee hereby assumes and agrees to pay and perform all obligations of the Lessee under the Lease including, without limitation, indemnity obligations and obligations to insure, maintain, and, if any, purchase the leased property.

In conjunction with this Agreement New Lessee agrees to promptly provide in form and substance acceptable to Lessor such other documents as may be reasonably required by Lessor from time to time.

In witness whereof, the parties hereto have executed this Agreement on the date first above written.

XCEL ENERGY INC.

Lessee

By: Paul E. Ponder

Title: Vice President & Treasurer

NORTHERN STATES POWER COMPANY

New Lessee

By: Paul E. Ponder

Title: Vice President & Treasurer

Lessor hereby consents to this assignment and assumption.

BANC OF AMERICA LEASING & CAPITAL, LLC

Lessor

By: Quang H. Tran

Title: Vice President

ACKNOWLEDGMENT

State of Minnesota

County of Hennepin

On September 19, 2000 before me, Sharon M. Quellhorst, Notary Public
DATE NAME, TITLE OF OFFICER, - E.G. "JANE DOE, NOTARY PUBLIC"

personally appeared Paul E. Pender - VP & Treasurer, Northern States Power Company
NAME(S) OF SIGNER(S)

☒ personally known to me - OR - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Sharon M. Quellhorst
SIGNATURE OF NOTARY



ACKNOWLEDGMENT

State of Minnesota

County of Hennepin

On September 19, 2000 before me, Sharon M. Quellhorst, Notary Public
DATE NAME, TITLE OF OFFICER, - E.G. "JANE DOE, NOTARY PUBLIC"

personally appeared Paul E. Pender - VP & Treasurer, Xcel Energy Inc.
NAME(S) OF SIGNER(S)

☒ personally known to me - OR - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Sharon M. Quellhorst
SIGNATURE OF NOTARY



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of SAN FRANCISCO

} ss.

On 12-4-2000, before me, YVETTE MONTALVO BARON

Date

Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared JUNG WESTOVER

Name(s) of Signer(s)

- ☒ personally known to me
☐ proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Yvette Montalvo Baron
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

- Signer's Name: _____
- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here